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*Attorneys for Defendants K-M Industries
 Holding Co., Inc., K-M Industries Holding
 Co., Inc. ESOP Plan Committee, CIG ESOP
 Plan Committee*

IN THE UNITED STATES DISTRICT COURT
 FOR THE NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO AND OAKLAND DIVISION

THOMAS FERNANDEZ and LORA SMITH,
 individually and on behalf of a class of all other
 persons similarly situated,

Plaintiffs,

vs.

K-M INDUSTRIES HOLDING CO., INC.;
 K-M INDUSTRIES HOLDING CO., INC.
 ESOP PLAN COMMITTEE; WILLIAM E.
 AND DESIREE B. MOORE REVOCABLE
 TRUST; TRUSTEES OF THE WILLIAM E.
 AND DESIREE B. MOORE REVOCABLE
 TRUST; CIG ESOP PLAN COMMITTEE;
 NORTH STAR TRUST COMPANY;
 DESIREE B. MOORE REVOCABLE TRUST;
 WILLIAM E. MOORE MARITAL TRUST;
 WILLIAM E. MOORE GENERATION-
 SKIPPING TRUST; and DESIREE MOORE,
 BOTH IN HER INDIVIDUAL CAPACITY
 AND IN HER CAPACITY AS TRUSTEE OF
 THE WILLIAM E. AND DESIREE B.
 MOORE REVOCABLE TRUST'S
 SUCCESSOR TRUSTS NAMED ABOVE,

Defendants

Case No. C-06-07339 MJJ

**STIPULATION AND [PROPOSED]
 ORDER RE WAIVER OF ATTORNEY-
 CLIENT PRIVILEGE**

1 WHEREAS, Plaintiffs and the K-M Defendants (K-M Industries Holding Co., Inc., K-M
2 Industries Holding Co., Inc. ESOP Plan Committee, and CIG ESOP Plan Committee) wish to
3 facilitate the provision of documents by the K-M Defendants to Plaintiffs;

4 WHEREAS, the K-M Defendants have agreed to produce to Plaintiffs certain documents
5 as to which Defendants earlier asserted the attorney-client privilege;

6 WHEREAS, Plaintiffs and the K-M Defendants have agreed that the K-M Defendants'
7 earlier assertion of privilege is withdrawn as to those documents that will be produced to
8 Plaintiffs;

9 WHEREAS, certainty with respect to the scope of the waiver of attorney-client privilege
10 in connection with the provision to Plaintiffs of such documents will facilitate the efficient
11 production of such documents,

12 THEREFORE, it is hereby stipulated, by and between Plaintiffs and the K-M Defendants,
13 that any waiver of the attorney-client privilege that may be created by the production of any
14 documents by the K-M Defendants pursuant to this agreement is limited to waiver of the
15 privilege only as applied to the documents being produced, does not constitute waiver of the
16 privilege as to any other documents, and specifically does not create a waiver extending to any
17 other documents as to which the K-M Defendants continue to assert the attorney-client privilege,
18 notwithstanding the fact that these other documents may relate to the same subject matter that is
19 discussed in the documents being produced.

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21
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23 Dated: August 8, 2007

Respectfully submitted,

24 LEWIS, FEINBERG, LEE,
25 RENAKER & JACKSON, P.C.

26 By: /s/
Margaret E. Hasselman

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*Attorneys for Plaintiffs
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Dated: August 8, 2007

LOVITT & HANNAN, INC.

By: /s/
Henry I. Bornstein
*Attorneys for K-M Industries Holding Co.,
Inc., K-M Industries Holding Co., Inc.
ESOP Plan Committee, and CIG ESOP
Plan Committee*

IT IS SO ORDERED.

Dated: _____

Hon. Martin J. Jenkins
United States District Judge